

Bruce A. Bierhans

From: "Bruce A. Bierhans" <bierlaw@comcast.net>
To: <steve@bierlaw.com>; "David Cohen" <david@bierlaw.com>
Sent: Friday, December 16, 2005 9:10 AM
Subject: Policy Changes

Steve and David: Until yesterday, I thought that my recent directives regarding outside activities and firm involvement were being adhered to. Apparently, they were not. Therefore, as of today, the following applies to you both:

- a) No outside/personal business activities are to be conducted either in the name of the firm or at the office;
- b) Your authority, and apparent authority, to act on behalf of the firm, as a partner or member, is revoked for all purposes as of today.
- c) You may only act on behalf of the firm on client/case related matters. Pending our further discussions, all client matters shall be handled diligently, and in accordance with the Rules of Professional Conduct;
- d) By Monday, I want a complete copy of the Brockton and Wareham Joda transaction files on my desk, including everything on firm letterhead, Opinion letters (and the background supporting due diligence for the Opinion letters), etc.
- e) By mid week, I want a complete status on every case you are working on, including SOLs, litigation due dates, etc.

I am in the midst of prepping for a Class Cert hearing on Tuesday. However, I will be in on Monday to discuss this, and other matters, further.

Bruce

12/16/2005

Bruce Bierhans

From: Bruce Bierhans
Sent: Monday, December 19, 2005 11:37 AM
To: David Cohen; Steve Delamere
Subject: SBA Loans/CONFIDENTIAL

David and Steve: This shall confirm our discussion of this morning:

- a) You will follow up to make sure that the firm has no exposure of any kind on the two loans. I am only aware of the Opinion Letters and the fact that we made the payoffs. I am aware of no other matters for which we may have exposure, i.e Title Certifications, Environmental Opinions, etc.
- b) The Opinion Letters will be substituted with Opinion Letters from the attorney you mentioned. Any other document that needs to be substituted will be substituted such that the firm has no continuing exposure. I will need copies of the withdrawn letters and the new letters from the new attorney.
- c) Rhodes will be responsible for the recording of discharges on the loan payoffs. I can't understand why he wouldn't do that when he issued (I believe) the Title Certification.
- d) If there's anything else I need to be aware of, I must be told immediately. While I understand Davids reluctance to have me speak to anyone (which I have no desire to do), it leaves me with some nagging uncertainty as to whether or not I know everything.
- e) My instructions of last week revoking partnership authority continues indefinitely. My immediate concern is to fix the current problem. However, the event itself raises other issues towards which I will direct my attention when I am assured that my concerns have been addressed and corrected.

Let me know promptly if you have any questions.

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